

Exelon Corporation)
) CHIEF CLERK'S OFFICE
Application of Exelon Corporation)
For Confidential Treatment Of Certain) No. 01-0285
Reports Filed With The Illinois)
Commerce Commission Pursuant to)
17 CFR §250.58)

REQUEST FOR CONFIDENTIAL TREATMENT

Exelon Corporation ("Exelon") pursuant to Section 4-404 of the Public Utilities Act (220 ILCS 5/1-101 et seq.) requests that the Illinois Commerce Commission ("Commission") grant confidential treatment for the period from March 31, 2001 to March 31, 2005 for certain reports that will be filed with the Commission pursuant to regulation under the Public Utility Holding Company Act of 1935 ("PUHCA") 15 USC §79 et. seq.

On October 20, 2000, Exelon Corporation, which was formed with the merger of Unicom Corporation and PECO Energy Company, registered as a holding company under PUHCA and became subject to regulation by the Securities and Exchange Commission ("SEC"). Exelon Corporation has a number of subsidiarics, affiliates and associates that are engaged in non-utility energy related businesses.

Under PUHCA, a registered system generally must obtain prior approval before "acquiring any other interest in any business" as described in Section 9(a) of PUHCA. (15 USC § 79i). Certain exceptions exist to this general requirement for non-utility activities authorized under 17 CFR §250.58 ("Rule 58"). This rule permits a registered holding company to make investments in Energy Related Companies ("ERC") without prior approval subject to certain financial limits and reporting requirements.

Under Rule 58, a registered holding company can invest up to 15% of the consolidated capitalization of the registered system in ERCs but, among other requirements, must provide quarterly reports on Form U-9C-3 regarding this activity to the SEC and to each state commission having jurisdiction over the retail rates of the public utility subsidiary companies of the registered system. (17 CFR §250.58(c)). These reports contain confidential financial information regarding operations of non-utility businesses that cannot be obtained from other sources. Exelon Corporation will be filing the first of these reports on or about March 31, 2001, and until an order is received in this matter, will submit the report under seal. Companies that are not subject to PUHCA carry on many of the same business activities as Exelon Corporation but are under no comparable duty to make disclosures of the kinds of information required by Form U-9C-3. Requiring public disclosure of the information contained in the Form U-9C-3 would serve no useful purpose but would place Exelon Corporation at a significant competitive disadvantage with respect to other market participants.

For the reasons stated above, it is a common practice for companies subject to PUHCA to file the U-9C-3 reports on a confidential basis with their state commissions. For example, Ameren Corporation sought and obtained an order from this Commission permitting the filing of U-9C-3 reports on a confidential basis for a period of five (5) years from 1998 through 2004. (See, Ameren Corporation, 98-0636 (November 18, 1998)). Likewise, the U-9C-3 reports are customarily filed with the SEC on a confidential basis pursuant to 17 CFR §104(b). Exelon Corporation has also requested confidential treatment for the U-9C-3 reports with the Pennsylvania Public Utilities Commission.

WHEREFORE Exelon Corporation respectfully requests that the Commission provide Form U-9C-3 Reports confidential and proprietary treatment as described more fully above.

Respectfully Submitted,

**MATHIS, MARIFIAN,
RICHTER & GRANDY, LTD.**

By WJN
William J. Niehoff, #6193763
720 West Main Street, Suite 100
Belleville, Illinois 62220
(618) 234-9800 Phone
(618) 234-9786 Fax
wniehoff@mmrg.com

Attorneys for Exelon Corporation

VERIFICATION

William J. Niehoff, an attorney for Exelon Corporation, being first duly sworn, states that: (1) he has read the foregoing Request for Confidential Treatment; (2) that he is familiar with the facts stated therein; and (3) the statements of fact contained therein are true and correct to the best of his knowledge.

WJN
Name

Subscribed and sworn to before me
This 20th day of March 2001.

Rebecca L. Shepard
Notary Public

